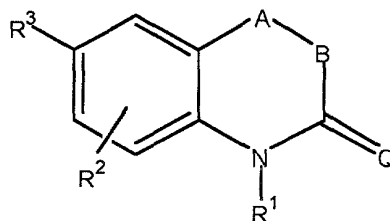


**What is Claimed:**

1. A compound of the formula:



wherein:

A is O, S, or NR<sup>4</sup>;

B is CR<sup>5</sup>R<sup>6</sup>;

R<sup>4</sup>, R<sup>5</sup>, and R<sup>6</sup> are independently selected from the group consisting of H, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>2</sub> to C<sub>6</sub> alkenyl, substituted C<sub>2</sub> to C<sub>6</sub> alkenyl, C<sub>2</sub> to C<sub>6</sub> alkynyl, substituted C<sub>2</sub> to C<sub>6</sub> alkynyl, C<sub>3</sub> to C<sub>8</sub> cycloalkyl, substituted C<sub>3</sub> to C<sub>8</sub> cycloalkyl, aryl, substituted aryl, heterocyclic, and substituted heterocyclic;

or R<sup>4</sup> and R<sup>5</sup> are fused to form a 5 to 7 membered ring;

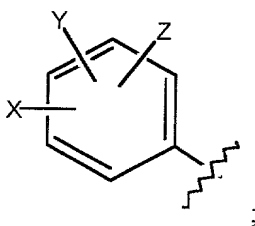
R<sup>1</sup> is selected from the group consisting of H, OH, NH<sub>2</sub>, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>3</sub> to C<sub>6</sub> alkenyl, substituted C<sub>3</sub> to C<sub>6</sub> alkenyl, alkynyl, substituted alkynyl, and COR<sup>A</sup>;

R<sup>A</sup> is selected from the group consisting of H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, and substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>2</sup> is selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>1</sub> to C<sub>6</sub> alkoxy, substituted C<sub>1</sub> to C<sub>6</sub> alkoxy, C<sub>1</sub> to C<sub>6</sub> aminoalkyl, and substituted C<sub>1</sub> to C<sub>6</sub> aminoalkyl;

R<sup>3</sup> is selected from the group consisting of a) and b):

a) a substituted benzene ring having the substituents X, Y and Z as shown below:



X is selected from the group consisting of halogen, CN, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> thioalkoxy, substituted C<sub>1</sub> to C<sub>3</sub> thioalkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> perfluoroalkyl, 5 or 6 membered heterocyclic ring having in its backbone 1 to 3 heteroatoms, COR<sup>B</sup>, OCOR<sup>B</sup>, and NR<sup>C</sup>COR<sup>B</sup>;

R<sup>B</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>C</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

Y and Z are independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> alkyl, and C<sub>1</sub> to C<sub>3</sub> thioalkoxy; and

b) a five or six membered ring having in its backbone 1, 2, or 3 heteroatoms selected from the group consisting of O, S, SO, SO<sub>2</sub> and NR<sup>7</sup> and having one or two independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, COR<sup>D</sup>, and NR<sup>E</sup>COR<sup>D</sup>;

R<sup>D</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>E</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

R<sup>7</sup> is H or C<sub>1</sub> to C<sub>3</sub> alkyl;

Q is O, S, NR<sup>8</sup>, or CR<sup>9</sup>R<sup>10</sup>;

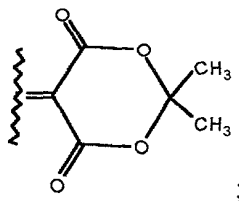
R<sup>8</sup> is selected from the group consisting of CN, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted

C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>3</sub> to C<sub>8</sub> cycloalkyl, substituted C<sub>3</sub> to C<sub>8</sub> cycloalkyl, aryl, substituted aryl, heterocyclic, substituted heterocyclic, and SO<sub>2</sub>CF<sub>3</sub>;

R<sup>9</sup> and R<sup>10</sup> are independent substituents selected from the group consisting of H, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>3</sub> to C<sub>8</sub> cycloalkyl, substituted C<sub>3</sub> to C<sub>8</sub> cycloalkyl, aryl, substituted aryl, heterocyclic, substituted heterocyclic, NO<sub>2</sub>, CN, and CO<sub>2</sub>R<sup>11</sup>;

R<sup>11</sup> is C<sub>1</sub> to C<sub>3</sub> alkyl;

or CR<sup>9</sup>R<sup>10</sup> comprises a six membered ring of the structure:



or a pharmaceutically acceptable salt thereof.

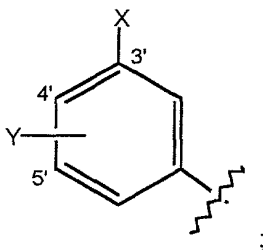
2. The compound according to Claim 1, wherein:

R<sup>1</sup> is H, OH, NH<sub>2</sub>, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, or COR<sup>A</sup>;

R<sup>A</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or C<sub>1</sub> to C<sub>3</sub> alkoxy;

R<sup>2</sup> is H, halogen, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

R<sup>3</sup> is the substituted benzene ring having the substituents X and Y as shown below:



wherein:

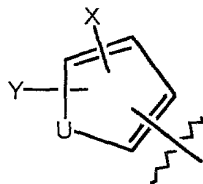
X is selected from the group consisting of halogen, CN, C<sub>1</sub> to C<sub>3</sub> alkoxy,

C<sub>1</sub> to C<sub>3</sub> alkyl, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> perfluoroalkyl, 5 membered heterocyclic ring having in its backbone 1 to 3 heteroatoms, and C<sub>1</sub> to C<sub>3</sub> thioalkoxy;

Y is on the 4' or 5' position and is selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> alkyl, and C<sub>1</sub> to C<sub>3</sub> thioalkoxy.

3. The compound according to Claim 1, wherein:

R<sup>3</sup> is the five membered ring of the structure:



wherein:

U is O, S, or NR<sup>7</sup>;

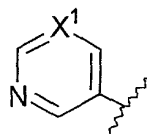
R<sup>7</sup> is H or C<sub>1</sub> to C<sub>3</sub> alkyl;

X' is selected from the group consisting of halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, and C<sub>1</sub> to C<sub>3</sub> alkoxy;

Y' is H or C<sub>1</sub> to C<sub>3</sub> alkyl.

4. The compound according to Claim 1, wherein:

R<sup>3</sup> is the six membered ring of the structure:



wherein:

X<sup>1</sup> is N or CX<sup>2</sup>;

X<sup>2</sup> is halogen, CN or NO<sub>2</sub>.

5. The compound according to Claim 24, which is 6-(3-Nitro-phenyl)-3H-benzooxazol-2-one or a pharmaceutically acceptable salt thereof.
6. The compound according to Claim 24, which is 6-(3-Nitro-phenyl)-3H-benzothiazol-2-one or a pharmaceutically acceptable salt thereof.
7. The compound according to Claim 24, which is 6-(3-Chloro-phenyl)-3H-benzothiazol-2-one or a pharmaceutically acceptable salt thereof.
8. The compound according to Claim 1, which is 7-(3-Nitro-phenyl)-4H-benzo[1,4]thiazin-3-one or a pharmaceutically acceptable salt thereof.
9. The compound according to Claim 1, which is 2-Ethyl-7-(3-nitro-phenyl)-4H-benzo[1,4]thiazin-3-one or a pharmaceutically acceptable salt thereof.
10. The compound according to Claim 1, which is 8-(3-Chloro-phenyl)-1,2,3,3a-tetrahydro-5H-pyrrolo[1,2-a]quinoxalin-4-one or a pharmaceutically acceptable salt thereof.
11. The compound according to Claim 1, which is 6-(3-Chloro-phenyl)-4-methyl-3,4-dihydro-1H-quinoxalin-2-one or a pharmaceutically acceptable salt thereof.
12. The compound according to Claim 1, which is 5-(3, 4-Dihydro-4-methyl-2-oxo-quinoxalin-6-yl) thiophene-3-carbonitrile or a pharmaceutically acceptable salt thereof.
13. The compound according to Claim 1, which is 4-(*n*-Butyl)-6-(3-chloro-phenyl)-3,4-dihydro-1H quinoxalin-2-one or a pharmaceutically acceptable salt thereof.

14. The compound according to Claim 1, which is 6-(3-Cyano-5-fluorophenyl)-4-isopropyl-3,4-dihydro-1H-quinoxalin-2-one or a pharmaceutically acceptable salt thereof.

15. The compound according to Claim 1, which is 6-(3-Chloro-4-fluorophenyl)-4-isopropyl-3,4-dihydro-1H-quinoxalin-2-one or a pharmaceutically acceptable salt thereof.

16. The compound according to Claim 1, which is 6-(3-Chloro-phenyl)-4-isopropyl-3,4-dihydro-1H-quinoxalin-2-one or a pharmaceutically acceptable salt thereof.

17. A pharmaceutical composition comprising a compound of Claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier or excipient.

18. The pharmaceutical composition according to Claim 17 wherein Q is O.

19. The pharmaceutical composition according to Claim 17 wherein Q is S, NR<sup>7</sup>, or CR<sup>8</sup>R<sup>9</sup>.

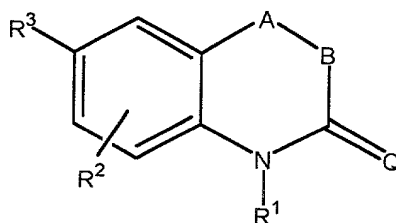
20. A method of inducing contraception in a mammal, the method comprising administering to a mammal in need thereof a compound of Claim 1, or a pharmaceutically acceptable salt thereof.

21. A method of treatment or prevention of benign or malignant neoplastic disease in a mammal, the method comprising administering to a mammal in need thereof a compound of Claim 1, or a pharmaceutically acceptable salt thereof.

22. The method according to Claim 21 wherein the benign or malignant neoplastic disease is selected from the group consisting of uterine myometrial fibroids, endometriosis, benign prostatic hypertrophy; carcinomas and adenocarcinomas of the endometrium, ovary, breast, colon, prostate, pituitary, meningioma and other hormone-dependent tumors.

23. A method of treatment in a mammal of carcinomas or adenocarcinomas of the endometrium, ovary, breast, colon, or prostate, the method comprising administering to a mammal in need thereof a compound of Claim 1, or a pharmaceutically acceptable salt thereof.

24. A compound of the formula:



wherein:

A is O or S;

B is a bond between A and C=Q;

R<sup>1</sup> is selected from the group consisting of H, OH, NH<sub>2</sub>, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>3</sub> to C<sub>6</sub> alkenyl, substituted C<sub>3</sub> to C<sub>6</sub> alkenyl, alkynyl, substituted alkynyl, and COR<sup>A</sup>;

R<sup>A</sup> is selected from the group consisting of H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, and substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

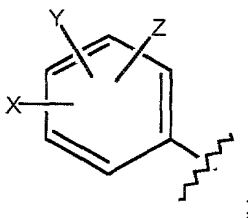
R<sup>2</sup> is selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>6</sub>

alkyl, substituted  $C_1$  to  $C_6$  alkyl,  $C_1$  to  $C_6$  alkoxy, substituted  $C_1$  to  $C_6$  alkoxy,  $C_1$  to  $C_6$  aminoalkyl, and substituted  $C_1$  to  $C_6$  aminoalkyl;

$R^3$  is selected from the group consisting of a), b), c), and d):

a) a substituted benzene ring having the substituents X, Y and Z as

shown below:



X is selected from the group consisting of halogen, CN,  $C_1$  to  $C_3$  alkyl, substituted  $C_1$  to  $C_3$  alkyl,  $C_1$  to  $C_3$  alkoxy, substituted  $C_1$  to  $C_3$  alkoxy,  $C_1$  to  $C_3$  thioalkoxy, substituted  $C_1$  to  $C_3$  thioalkoxy,  $C_1$  to  $C_3$  aminoalkyl, substituted  $C_1$  to  $C_3$  aminoalkyl,  $NO_2$ ,  $C_1$  to  $C_3$  perfluoroalkyl, 5 or 6 membered heterocyclic ring having in its backbone 1 to 3 heteroatoms,  $COR^B$ ,  $OCOR^B$ , and  $NR^C COR^B$ ;

$R^B$  is H,  $C_1$  to  $C_3$  alkyl, substituted  $C_1$  to  $C_3$  alkyl, aryl, substituted aryl,  $C_1$  to  $C_3$  alkoxy, substituted  $C_1$  to  $C_3$  alkoxy,  $C_1$  to  $C_3$  aminoalkyl, or substituted  $C_1$  to  $C_3$  aminoalkyl;

$R^C$  is H,  $C_1$  to  $C_3$  alkyl, or substituted  $C_1$  to  $C_3$  alkyl;

Y and Z are independent substituents selected from the group consisting of H, halogen, CN,  $NO_2$ ,  $C_1$  to  $C_3$  alkoxy,  $C_1$  to  $C_3$  alkyl, and  $C_1$  to  $C_3$  thioalkoxy;

b) a five membered ring having in its backbone 1, 2, or 3 heteroatoms selected from the group consisting of O, S, SO,  $SO_2$  and  $NR^7$  and having one or two independent substituents selected from the group consisting of H, halogen, CN,  $NO_2$ ,  $C_1$  to  $C_3$  alkyl,  $C_1$  to  $C_3$  alkoxy,  $C_1$  to  $C_3$  aminoalkyl,  $COR^D$ , and  $NR^E COR^D$ ;

c) a six membered ring having in its backbone 2 or 3  $NR^7$  heteroatoms and



having one or two independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, COR<sup>D</sup>, and NR<sup>E</sup>COR<sup>D</sup>; and

d) a six membered ring having in its backbone 1, 2, or 3 heteroatoms selected from the group consisting of O, S, SO, and SO<sub>2</sub> and having one or two independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, COR<sup>D</sup>, and NR<sup>E</sup>COR<sup>D</sup>;

R<sup>D</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

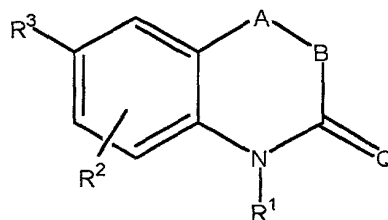
R<sup>E</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

R<sup>7</sup> is H or C<sub>1</sub> to C<sub>3</sub> alkyl;

Q is O;

or a pharmaceutically acceptable salt thereof.

25. A compound of the formula:



wherein:

A is S;

B is a bond between A and C=Q;

R<sup>1</sup> is selected from the group consisting of H, OH, NH<sub>2</sub>, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>3</sub> to C<sub>6</sub> alkenyl, substituted C<sub>3</sub> to C<sub>6</sub> alkenyl, alkynyl, substituted alkynyl, and COR<sup>A</sup>;

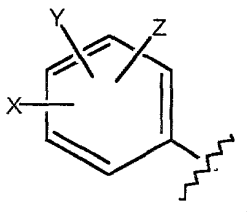
R<sup>A</sup> is selected from the group consisting of H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to

C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, and substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>2</sup> is selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>1</sub> to C<sub>6</sub> alkoxy, substituted C<sub>1</sub> to C<sub>6</sub> alkoxy, C<sub>1</sub> to C<sub>6</sub> aminoalkyl, and substituted C<sub>1</sub> to C<sub>6</sub> aminoalkyl;

R<sup>3</sup> is selected from the group consisting of a), b), c), and d):

a) a substituted benzene ring having the substituents X, Y and Z as shown below:



X is selected from the group consisting of halogen, CN, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> thioalkoxy, substituted C<sub>1</sub> to C<sub>3</sub> thioalkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> perfluoroalkyl, 5 or 6 membered heterocyclic ring having in its backbone 1 to 3 heteroatoms, COR<sup>B</sup>, OCOR<sup>B</sup>, and NR<sup>C</sup>COR<sup>B</sup>;

R<sup>B</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>C</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

Y and Z are independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkoxy, and C<sub>1</sub> to C<sub>3</sub> thioalkoxy;

b) a five membered ring having in its backbone 1, 2, or 3 heteroatoms selected from the group consisting of S, SO, SO<sub>2</sub> and NR<sup>7</sup> and having one or two independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, COR<sup>D</sup>, and NR<sup>B</sup>COR<sup>D</sup>;

c) a five membered ring having in its backbone 2 or 3 O heteroatoms and having one or two independent substituents selected from the group consisting of halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, COR<sup>D</sup>, and NR<sup>E</sup>COR<sup>D</sup>; and

d) a six membered ring having in its backbone 1, 2, or 3 heteroatoms selected from the group consisting of O, S, SO, SO<sub>2</sub> and NR<sup>7</sup> and having one or two independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, COR<sup>D</sup>, and NR<sup>E</sup>COR<sup>D</sup>;

R<sup>D</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>E</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

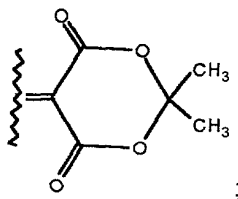
R<sup>7</sup> is H or C<sub>1</sub> to C<sub>3</sub> alkyl;

Q is CR<sup>9</sup>R<sup>10</sup>;

R<sup>9</sup> and R<sup>10</sup> are independent substituents selected from the group consisting of H, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>3</sub> to C<sub>8</sub> cycloalkyl, substituted C<sub>3</sub> to C<sub>8</sub> cycloalkyl, aryl, substituted aryl, heterocyclic, substituted heterocyclic, NO<sub>2</sub>, CN, and CO<sub>2</sub>R<sup>11</sup>;

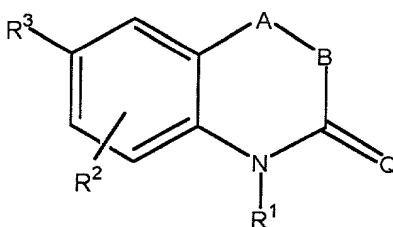
R<sup>11</sup> is C<sub>1</sub> to C<sub>3</sub> alkyl;

or CR<sup>9</sup>R<sup>10</sup> comprises a six membered ring of the structure:



or a pharmaceutically acceptable salt thereof.

26. A compound of the formula:



wherein:

A is O;

B is a bond between A and C=Q;

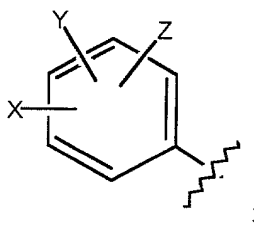
R¹ is selected from the group consisting of H, OH, NH₂, C₁ to C₆ alkyl, substituted C₁ to C₆ alkyl, C₃ to C₆ alkenyl, substituted C₃ to C₆ alkenyl, alkynyl, substituted alkynyl, and COR<sup>A</sup>;

R<sup>A</sup> is selected from the group consisting of H, C₁ to C₃ alkyl, substituted C₁ to C₃ alkyl, aryl, substituted aryl, C₁ to C₃ alkoxy, substituted C₁ to C₃ alkoxy, C₁ to C₃ aminoalkyl, and substituted C₁ to C₃ aminoalkyl;

R² is selected from the group consisting of H, halogen, CN, NO₂, C₁ to C₆ alkyl, substituted C₁ to C₆ alkyl, C₁ to C₆ alkoxy, substituted C₁ to C₆ alkoxy, C₁ to C₆ aminoalkyl, and substituted C₁ to C₆ aminoalkyl;

R³ is selected from the group consisting of a) and b):

a) a substituted benzene ring having the substituents X, Y and Z as shown below:



X is selected from the group consisting of halogen, CN, C₁ to C₃ alkyl, substituted C₁ to C₃ alkyl, C₁ to C₃ alkoxy, substituted C₁ to C₃ alkoxy, C₁ to C₃ thioalkoxy, substituted C₁ to C₃ thioalkoxy, C₁ to C₃ aminoalkyl, substituted C₁ to C₃

aminoalkyl, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> perfluoroalkyl, 5 or 6 membered heterocyclic ring having in its backbone 1 to 3 heteroatoms, COR<sup>B</sup>, OCOR<sup>B</sup>, and NR<sup>C</sup>COR<sup>B</sup>;

R<sup>B</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>C</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

Y and Z are independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, and C<sub>1</sub> to C<sub>3</sub> thioalkoxy; and

b) a five or six membered ring having in its backbone 1, 2, or 3 heteroatoms selected from the group consisting of O, S, SO, SO<sub>2</sub> and NR<sup>7</sup> and having one or two independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, COR<sup>D</sup>, and NR<sup>E</sup>COR<sup>D</sup>;

R<sup>D</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>E</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

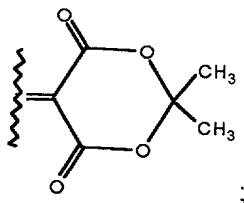
R<sup>7</sup> is H or C<sub>1</sub> to C<sub>3</sub> alkyl;

Q is CR<sup>9</sup>R<sup>10</sup>;

R<sup>9</sup> and R<sup>10</sup> are independent substituents selected from the group consisting of H, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>3</sub> to C<sub>8</sub> cycloalkyl, substituted C<sub>3</sub> to C<sub>8</sub> cycloalkyl, aryl, substituted aryl, heterocyclic, substituted heterocyclic, NO<sub>2</sub>, CN, and CO<sub>2</sub>R<sup>11</sup>;

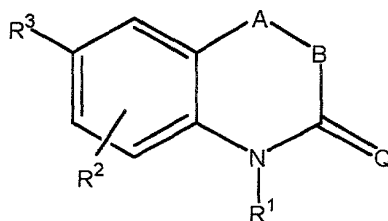
R<sup>11</sup> is C<sub>1</sub> to C<sub>3</sub> alkyl;

or CR<sup>9</sup>R<sup>10</sup> comprises a six membered ring of the structure:



or a pharmaceutically acceptable salt thereof.

27. A compound of the formula:



wherein:

A is O or S;

B is a bond between A and C=Q;

R¹ is selected from the group consisting of H, OH, NH₂, C₁ to C₆ alkyl, substituted C₁ to C₆ alkyl, C₃ to C₆ alkenyl, substituted C₃ to C₆ alkenyl, alkynyl, substituted alkynyl, and COR<sup>A</sup>;

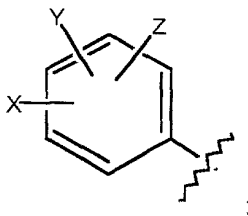
R<sup>A</sup> is selected from the group consisting of H, C₁ to C₃ alkyl, substituted C₁ to C₃ alkyl, aryl, substituted aryl, C₁ to C₃ alkoxy, substituted C₁ to C₃ alkoxy, C₁ to C₃ aminoalkyl, and substituted C₁ to C₃ aminoalkyl;

R² is selected from the group consisting of H, halogen, CN, NO₂, C₁ to C₆ alkyl, substituted C₁ to C₆ alkyl, C₁ to C₆ alkoxy, substituted C₁ to C₆ alkoxy, C₁ to C₆ aminoalkyl, and substituted C₁ to C₆ aminoalkyl;

R³ is selected from the group consisting of a), b), c), and d):

a) a substituted benzene ring having the substituents X, Y and Z as

shown below:



X is selected from the group consisting of halogen, CN, C₁ to C₃ alkyl,

substituted C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> thioalkoxy, substituted C<sub>1</sub> to C<sub>3</sub> thioalkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> perfluoroalkyl, 5 or 6 membered heterocyclic ring having in its backbone 1 to 3 heteroatoms, COR<sup>B</sup>, OCOR<sup>B</sup>, and NR<sup>C</sup>COR<sup>B</sup>;

R<sup>B</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>C</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

Y and Z are independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> alkyl, and C<sub>1</sub> to C<sub>3</sub> thioalkoxy; and

b) a five or six membered ring having in its backbone 1, 2, or 3 heteroatoms selected from the group consisting of O, S, SO, SO<sub>2</sub> and NR<sup>7</sup> and having one or two independent substituents selected from the group consisting of H, halogen, CN, NO<sub>2</sub>, C<sub>1</sub> to C<sub>3</sub> alkyl, C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, COR<sup>D</sup>, and NR<sup>E</sup>COR<sup>D</sup>;

R<sup>D</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, substituted C<sub>1</sub> to C<sub>3</sub> alkyl, aryl, substituted aryl, C<sub>1</sub> to C<sub>3</sub> alkoxy, substituted C<sub>1</sub> to C<sub>3</sub> alkoxy, C<sub>1</sub> to C<sub>3</sub> aminoalkyl, or substituted C<sub>1</sub> to C<sub>3</sub> aminoalkyl;

R<sup>E</sup> is H, C<sub>1</sub> to C<sub>3</sub> alkyl, or substituted C<sub>1</sub> to C<sub>3</sub> alkyl;

R<sup>7</sup> is H or C<sub>1</sub> to C<sub>3</sub> alkyl;

Q is S or NR<sup>8</sup>;

R<sup>8</sup> is selected from the group consisting of CN, C<sub>1</sub> to C<sub>6</sub> alkyl, substituted C<sub>1</sub> to C<sub>6</sub> alkyl, C<sub>3</sub> to C<sub>8</sub> cycloalkyl, substituted C<sub>3</sub> to C<sub>8</sub> cycloalkyl, aryl, substituted aryl, heterocyclic, substituted heterocyclic, and SO<sub>2</sub>CF<sub>3</sub>;  
or a pharmaceutically acceptable salt thereof.